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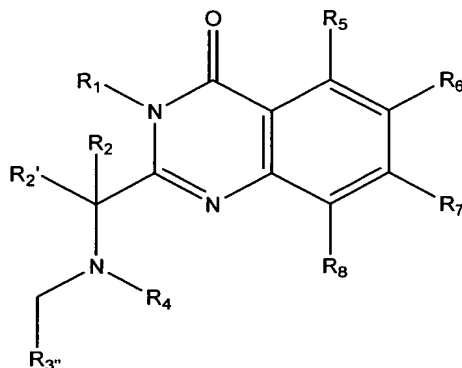
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APPENDIX OF PENDING CLAIMS

1-30. Canceled

31. (Amended) A compound having the following structure:



wherein:

R₁ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₂ and R₂' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R₂ and R₂' taken together form a 3- to 7-membered ring;

R₃ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, R₁₅O- and R₁₅-NH-;

R₃' is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl and R₁₅-NH-;

R₃'' is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₄ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, and R₁₆-alkylene-;

R₅, R₆, R₇ and R₈ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl,

nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

R₁₅ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₁₆ is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl;

with the proviso that when R₃ is R₁₅-NH- attached to carbonyl, both of R₂ and R₄ must be other than hydrogen.

32-52. Canceled

53. (Amended) A compound according to claim 31 wherein:

R₁ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R₂ is chosen from hydrogen, lower alkyl and substituted lower alkyl and R₂' is hydrogen;

R₃ is chosen from C₁-C₁₃ alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenyl, benzyl and heterocyclyl; and

R₄ is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl, heterocyclyl, heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R₁₆-alkylene, wherein

R₁₆ is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl.

54. A compound according to claim 53 wherein

R₁ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R₂ is hydrogen or lower alkyl;

R₂' is hydrogen;

R₃ is chosen from substituted phenyl, heterocyclyl and naphthyl;

R₄ is chosen from substituted benzyl, heterocyclyl substituted lower alkyl and R₁₆-alkylene;

R₆ and R₇ are chosen from hydrogen and halo;

R₅ and R₈ are hydrogen;

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